

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. **10734-D** FILED

JAN 03 '02 2-51 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

January 3, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Equipment Lease Termination, a secondary document, dated as of August 18, 2000. The primary document to which this is connected is recorded under Recordation No. 10734. We request that one copy of this document be recorded under Recordation No. 10734-D.

The names and addresses of the parties to the Equipment Lease Termination are:

Trustee:

First Security Bank N.A., fka First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City UT 84111

Lessee:

Cenex Harvest States Cooperatives, successor-in-interest to Farmers Union Grain
Terminal Association
5600 Cenex Drive
Inver Grove Heights, MN 55077

A description of the equipment covered by the Equipment Lease Termination consists of 450 100-ton Steel Covered Hopper Cars numbered GTAX 200001-20409, inclusive, 20411-20425, inclusive, and HONX 1000-1024, inclusive.

BALL JANIK LLP

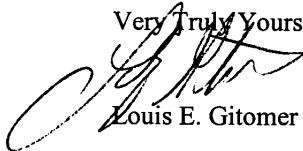
Honorable Vernon A. Williams
January 3, 2002
Page 2

A fee of \$ 28.00 is enclosed. Please return three originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Equipment Lease Termination between First Security Bank N.A., fka First Security Bank of Utah, N.A., 79 South Main Street, Salt Lake City UT 84111, and Cenex Harvest States Cooperatives, successor-in-interest to Farmers Union Grain Terminal Association, 5600 Cenex Drive, Inver Grove Heights, MN 55077, covering 450 100-ton Steel Covered Hopper Cars numbered GTAX 200001-20409, inclusive, 20411-20425, inclusive, and HONX 1000-1024, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 10734-D FILED

EQUIPMENT LEASE TERMINATION

JAN 03 '02

2-51 PM

SURFACE TRANSPORTATION BOARD

This Equipment Lease Termination dated as of August 18, 2000 (the "Termination") terminates the Equipment Lease, dated as of June 1, 1979 (the "Lease"), as amended, between First Security Bank, N.A., formerly known as First Security Bank of Utah, N.A. ("FSB"), as trustee under a Master Trust Agreement dated as of October 31, 1978 (the "Master Trust") between it and Itel Corporation, Equipment Finance Division ("Itel"), as Owner Trustee and Lessor, and Cenex Harvest States Cooperatives, as successor to Farmers Union Grain Terminal Association ("Harvest States"), as Lessee.

WHEREAS, FSB and Harvest States executed an Equipment Lease, dated as of June 1, 1979, which was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. § 11303 on August 10, 1979 under Recordation Number 10734 relating to 410 100-ton Steel Covered Hopper Cars numbered GTAX 200001-20409, inclusive.

WHEREAS, FSB, as Owner Trustee, United States Trust Company of New York, as Trustee, Northwestern National Bank of Minneapolis and Citizen Bank of Willmar, as Beneficiaries, The Prudential Insurance Company of America, Harvest States, as lessee, and Itel Corporation, Equipment Finance Division, executed an Amendment Agreement dated as of October 15, 1979 which was recorded at the ICC on November 5, 1979 under Recordation Number 10734-B for 450 100-ton Steel Covered Hopper Cars numbered GTAX 200001-20409, inclusive, 20411-20425, inclusive, and HONX 1000-1024, inclusive (the "Equipment").

WHEREAS, FSB and Harvest States desire to terminate and cancel the Lease, as amended, and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, FSB and Harvest States agree as follows:

1. FSB and Harvest States hereby terminate and cancel the Lease, as amended.
2. FSB and Harvest States agree to record this Termination with the Surface Transportation Board so as to release the lien against the Equipment constituted by the Lease, as amended.
3. This Termination may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the FSB and Harvest States have caused this Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

FIRST SECURITY BANK, N.A.,
formerly known as FIRST SECURITY
BANK OF UTAH, N.A.

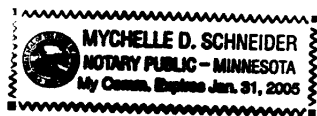
By: DeAnn Madsen
Name: DeAnn Madsen
Title: Trust Officer

CENEX HARVEST STATES
COOPERATIVES

By: Dan Mack
Name: Dan Mack
Title: Vice President

State of MINNESOTA)
) ss.
County of DAKOTA)

On this 18th day of August, 2000, before me, Mychelle Schneider, the undersigned Notary Public, personally appeared Dan Mack, personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

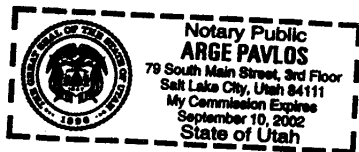


Mychelle Schneider
Notary Public

My commission expires: January 31, 2005

State of UTAH)
) ss.
County of Salt Lake)

On this ____ day of August, 2000, before me, Arge Pavlos, the undersigned Notary Public, personally appeared DeAnn Madsen, personally known to me to be the person who executed the within instrument as TRUST OFFICER on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Arge Pavlos
Notary Public
My commission expires: